

# United States Bankruptcy Court

## Southern District of New York

# Voluntary Petition

|   |  |
|---|--|
| Name of Debtor (if individual, enter Last, First, Middle):<br><b>Mesa Air Group, Inc.</b>   | Name of Joint Debtor (Spouse) (Last, First, Middle):   |
| All Other Names used by the Debtor in the last 8 years<br>(include married, maiden, and trade names):                                   | All Other Names used by the Joint Debtor in the last 8 years<br>(include married, maiden, and trade names):        |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN<br>(if more than one, state all)<br><b>85-0302351</b> | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN<br>(if more than one, state all) |
| Street Address of Debtor (No. and Street, City, and State):<br><b>410 N. 44th Street, Suite 700<br/>Phoenix, AZ</b>                     | Street Address of Joint Debtor (No. and Street, City, and State):  |
| ZIP Code<br><b>85008</b>  | ZIP Code   |
| County of Residence or of the Principal Place of Business:<br><b>Maricopa</b>   | County of Residence or of the Principal Place of Business:   |
| Mailing Address of Debtor (if different from street address):   | Mailing Address of Joint Debtor (if different from street address):  |
| ZIP Code  | ZIP Code   |
| Location of Principal Assets of Business Debtor (if different from street address above):<br><b>See Attachment hereto</b>               |  |

|  |  |  |
|--|--|--|
| <b>Type of Debtor</b><br>(Form of Organization)<br>(Check one box)<br><input type="checkbox"/> Individual (includes Joint Debtors)<br>See Exhibit D on page 2 of this form.<br><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)<br><input type="checkbox"/> Partnership<br><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) | <b>Nature of Business</b><br>(Check one box)<br><input type="checkbox"/> Health Care Business<br><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)<br><input type="checkbox"/> Railroad<br><input type="checkbox"/> Stockbroker<br><input type="checkbox"/> Commodity Broker<br><input type="checkbox"/> Clearing Bank<br><input checked="" type="checkbox"/> Other | <b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)<br><input type="checkbox"/> Chapter 7<br><input type="checkbox"/> Chapter 9<br><input checked="" type="checkbox"/> Chapter 11<br><input type="checkbox"/> Chapter 12<br><input type="checkbox"/> Chapter 13<br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding<br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding |
| <b>Tax-Exempt Entity</b><br>(Check box, if applicable)<br><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).   |  | <b>Nature of Debts</b><br>(Check one box)<br><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."<br><input checked="" type="checkbox"/> Debts are primarily business debts.  |

|  |  |
|--|--|
| <b>Filing Fee</b> (Check one box)<br><input checked="" type="checkbox"/> Full Filing Fee attached<br><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.<br><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. | <b>Chapter 11 Debtors</b><br>Check one box:<br><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).<br><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).<br>Check if:<br><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.<br>Check all applicable boxes:<br><input type="checkbox"/> A plan is being filed with this petition.<br><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). |
|--|--|

### Statistical/Administrative Information

- ☒ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

### Estimated Number of Creditors (consolidated)

|                               |                                |                                  |                                  |                                      |  |  |  |   |                                       |
|-------------------------------|--------------------------------|----------------------------------|----------------------------------|--------------------------------------|--|--|--|---|---------------------------------------|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 50-99 | <input type="checkbox"/> 100-199 | <input type="checkbox"/> 200-999 | <input type="checkbox"/> 1,000-5,000 | <input checked="" type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> 25,001-50,000 | <input type="checkbox"/> 50,001-100,000 | <input type="checkbox"/> OVER 100,000 |
|-------------------------------|--------------------------------|----------------------------------|----------------------------------|--------------------------------------|--|--|--|---|---------------------------------------|

### Estimated Assets (consolidated)

|  |  |   |   |  |   |  |   |  |  |
|--|--|---|---|--|---|--|---|--|--|
| <input type="checkbox"/> \$0 to \$50,000 | <input type="checkbox"/> \$50,001 to \$100,000 | <input type="checkbox"/> \$100,001 to \$500,000 | <input type="checkbox"/> \$500,001 to \$1 million | <input type="checkbox"/> \$1,000,001 to \$10 million | <input type="checkbox"/> \$10,000,001 to \$50 million | <input type="checkbox"/> \$50,000,001 to \$100 million | <input type="checkbox"/> \$100,000,001 to \$500 million | <input checked="" type="checkbox"/> \$500,000,001 to \$1 billion | <input type="checkbox"/> More than \$1 billion |
|--|--|---|---|--|---|--|---|--|--|

### Estimated Liabilities (consolidated)

|  |  |   |   |  |   |  |   |  |  |
|--|--|---|---|--|---|--|---|--|--|
| <input type="checkbox"/> \$0 to \$50,000 | <input type="checkbox"/> \$50,001 to \$100,000 | <input type="checkbox"/> \$100,001 to \$500,000 | <input type="checkbox"/> \$500,001 to \$1 million | <input type="checkbox"/> \$1,000,001 to \$10 million | <input type="checkbox"/> \$10,000,001 to \$50 million | <input type="checkbox"/> \$50,000,001 to \$100 million | <input type="checkbox"/> \$100,000,001 to \$500 million | <input checked="" type="checkbox"/> \$500,000,001 to \$1 billion | <input type="checkbox"/> More than \$1 billion |
|--|--|---|---|--|---|--|---|--|--|

THIS SPACE IS FOR COURT USE ONLY

|   |  |   |  |
|---|--|---|--|
| <b>Voluntary Petition</b><br><i>(This page must be completed and filed in every case)</i>   |  | Name of Debtor(s):<br><b>Mesa Air Group, Inc.</b> |  |
| <b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)   |  |   |  |
| Location Where Filed: <b>- None -</b>   | Case Number:   | Date Filed:                                       |  |
| Location Where Filed:   | Case Number:   | Date Filed:                                       |  |
| <b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)  |  |   |  |
| Name of Debtor:<br><b>See Attachment</b>  | Case Number:   | Date Filed:                                       |  |
| District:   | Relationship:  | Judge:  |  |
| <b>Exhibit A</b><br><br>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)<br><br><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.   | <b>Exhibit B</b><br>(To be completed if debtor is an individual whose debts are primarily consumer debts.)<br>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).<br><br><b>X</b> _____<br>Signature of Attorney for Debtor(s) (Date) |   |  |
| <b>Exhibit C</b><br>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?<br><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.<br><input checked="" type="checkbox"/> No.  |  |   |  |
| <b>Exhibit D</b><br>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)<br><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.<br>If this is a joint petition:<br><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition. |  |   |  |
| <b>Information Regarding the Debtor - Venue</b><br>(Check any applicable box)   |  |   |  |
| <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.   |  |   |  |
| <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.   |  |   |  |
| <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.           |  |   |  |
| <b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b><br>(Check all applicable boxes)  |  |   |  |
| <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)<br><br><div style="margin-left: 40px;">         _____<br/>         (Name of landlord that obtained judgment)       </div><br><br><div style="margin-left: 40px;">         _____<br/>         (Address of landlord)       </div>   |  |   |  |
| <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and   |  |   |  |
| <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.   |  |   |  |
| <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).  |  |   |  |

**Voluntary Petition***(This page must be completed and filed in every case)*Name of Debtor(s):  
**Mesa Air Group, Inc.****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature of Attorney\*

X \_\_\_\_\_  
Signature of Attorney for Debtor(s)

**Robert J. Feinstein RF 2836**

Printed Name of Attorney for Debtor(s)

**Pachulski Stang Ziehl & Jones LLP**

Firm Name

**780 Third Avenue**

**36th Floor**

**New York, NY 10017-2024**

Address

**212/561-7700 Fax: 212/561-7777**

Telephone Number

**01/05/10**

Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Authorized Individual

**Michael J. Lotz**

Printed Name of Authorized Individual

**President**

Title of Authorized Individual

**01/05/10**

Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.*

In re **Mesa Air Group, Inc.**  
Debtor

Case No. \_\_\_\_\_

**FORM 1. VOLUNTARY PETITION**  
**Pending Bankruptcy Cases Filed Attachment**

| <u>Name of Debtor / District</u>   | <u>Case No. / Relationship</u> | <u>Date Filed / Judge</u> |
|--|--------------------------------|---------------------------|
| <b>Air Midwest, Inc.</b><br><b>Southern District of New York</b>                                 | <b>Affiliate</b>               |                           |
| <b>Freedom Airlines, Inc.</b><br><b>Southern District of New York</b>                            | <b>Affiliate</b>               |                           |
| <b>Mesa Air Group - Airline Inventory Management LLC</b><br><b>Southern District of New York</b> | <b>Affiliate</b>               |                           |
| <b>Mesa Air New York</b><br><b>Southern District of New York</b>                                 | <b>Affiliate</b>               |                           |
| <b>Mesa Airlines, Inc.</b><br><b>Southern District of New York</b>                               | <b>Affiliate</b>               |                           |
| <b>Mesa In-Flight</b><br><b>Southern District of New York</b>                                    | <b>Affiliate</b>               |                           |
| <b>MPD, Inc.</b><br><b>Southern District of New York</b>   | <b>Affiliate</b>               |                           |
| <b>Nilchi, Inc.</b><br><b>Southern District of New York</b>                                      | <b>Affiliate</b>               |                           |
| <b>Patar, Inc.</b><br><b>Southern District of New York</b>                                       | <b>Affilaite</b>               |                           |
| <b>Regional Aircraft Services, Inc.</b><br><b>Southern District of New York</b>                  | <b>Affiliate</b>               |                           |
| <b>Ritz Hotel Management Corp.</b><br><b>Southern District of New York</b>                       | <b>Affiliate</b>               |                           |

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

Mesa Air Group, Inc.,

Debtor.

Chapter 11

Case No. 10-\_\_\_\_\_ ( )

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rule 1007-3, Mesa Air Group, Inc. (the "Company") hereby states that the no corporations directly or indirectly own 10% or more of the Company's equity interests.

The Company does not own (directly or indirectly) 10% or more of any class of a corporation's publicly traded equity interest. The Company does own an indirect interest in the following limited liability company and general or limited partnership.

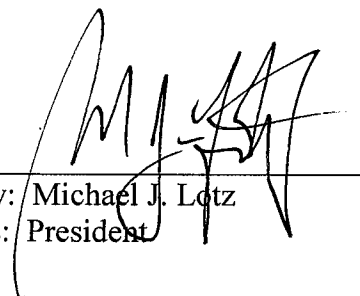
- Indigo Miramar, LLC, a Delaware limited liability company
- Finao Telserra Fund I LLLP, a Delaware limited liability limited partnership

The Company does own an interest in the following limited liability company.

- Mo-Go, LLC, a Delaware limited liability company.

I, the undersigned authorized office of the Company, named as the debtor in this case, declare under penalty of perjury that I have reviewed the foregoing and that it is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate counsel.

DATED: 01/05/10

  
By: Michael J. Lotz  
Its: President

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

MESA AIR GROUP, INC.

Debtor.

Chapter 11 Case

Case No. 10-\_\_\_\_ ( )

**CONSOLIDATED LIST OF CREDITORS  
HOLDING 30 LARGEST UNSECURED CLAIMS<sup>1</sup>**

Following is a list of creditors holding, as of December 31, 2009, the 30 largest unsecured claims against Mesa Air Group, Inc.<sup>2</sup>

Except as set forth above, the list of creditors has been prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure. This list does not include (i) persons who come within the definition of “insider” set forth in section 101(31) of chapter 11 of title 11 of the United States Code or (ii) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims.

The Debtors have listed the estimated aircraft lease rejection claims of the beneficial holders of interest in the aircraft leases that the Debtors expect to seek to reject through motions that will be filed in the first 30 days following the filing of the petitions. In addition, for notice and informational purposes, the Debtors have also listed the “Owner Trustee” that is the nominal Lessor under those aircraft leases. In addition, the Debtors have also included estimates for the contingent guarantee claims that could arise as a result of the expected aircraft lease rejections. The Debtors reserve all rights, claims, defenses, objections, and other remedies at law or equity with respect to these aircraft lease rejection claims and guarantees related thereto.

<sup>1</sup> The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtor.

<sup>2</sup> Certain affiliates of the Debtor have also filed chapter 11 cases: Mesa Air Group, Inc. (2351); Mesa Air New York, Inc. (3457); Mesa In-Flight, Inc. (9110); Freedom Airlines, Inc. (9364), Mesa Airlines, Inc. (4800), MPD, Inc. (7849), Ritz Hotel Management Corp. (7688); Regional Aircraft Services, Inc. (1911); Air Midwest, Inc. (6610); Mesa Air Group Airline Inventory Management, LLC (2015); Nilchi, Inc. (5531); and Patar, Inc. (1653). The Debtor and the foregoing affiliates have filed a motion for joint administration of these cases.

| (1)<br>Name of Creditor                          | (2)<br>Complete mailing address, including zip code; employee, agent, or department of creditor familiar with claim who may be contacted; telephone number, fax, and email   | (3)<br>Nature of claim (trade debt, bank loan, government contract, etc.) | (4)<br>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff | (5)<br>Amount of claim (if secured, also state value of security) |
|--|--|---|--|---|
| Wells Fargo Bank Northwest, NA                   | 79 South Main Street<br>Salt Lake City, UT 84111<br>Attn: Corporate Trust Department<br>Tel: 801-246-5819; Fax: 801-246-5053<br><br>299 South Main Street<br>Salt Lake City, UT 84111<br>Attn: Corporate Trust Department<br>Tel: 801 246-5819; Fax: 801 246-5053                                | "Owner Trustee" -<br>-<br>Aircraft Lease Rejection                        | Contingent   | Unknown   |
| Bombardier, Inc.                                 | Bombardier, Inc.<br>123 Garratt Boulevard<br>Downsview, Ontario<br>Canada<br>M3K 1Y5<br>Fax: 416-375-4533<br>Attn: Cameron Mountenay and Martin Herman<br>Email:<br>cameron.mountenay@aero.bombardier.com<br>martin.herman@aero.bombardier.com   | Aircraft Lease Guarantees; Loan; Contract Rejection Damages               | Contingent<br>Unliquidated<br>Subject to Setoff                                      | \$133,000,000   |
| EMBRAER - Empresa Brasileira de Aeronautica S.A. | EMBRAER - Empresa Brasileira de Aeronautica S.A.<br>Av. Brigadeiro Faria Lima, 2170<br>12.227-901 Sao Jose dos Campos - SP<br>BRAZIL<br>Tel: +55-12 345 1410<br>Fax: +55-12 345 1257<br>Attn: Sergio B. Guedes & Paulo Cesar<br>T: 954 359 3786<br>F: 954 205 2285<br>Email: sguedes@embraer.com | Aircraft Lease Guarantees   | Contingent<br>Unliquidated   | \$42,000,000  |
| GE Commercial Aviation Services, Inc.            | GE Commercial Aviation Services, Inc.<br>201 High Ridge Road<br>Stamford, CT 06927<br>Tel: +1 480 778 1393<br>Fax: +1 480 778 0218<br>Attn: Nicolas P. Stable (VP & Counsel)<br>Email: nicolas.stable@gecas.com  | Aircraft Lease Rejection  | Contingent<br>Unliquidated   | \$34,000,000  |
| Investissement Quebec                            | Investissement Quebec<br>393, rue Saint-Jacques, bureau 500<br>Montreal (Quebec) H2Y 1N9<br>Tel: 514 873 7159<br>Fax: 514 873 8490<br>Attn: Catherine Guillot<br>Email: Catherine.guillot@invest.quebec.com  | Aircraft Lease Guarantees   | Contingent,<br>Unliquidated  | \$34,000,000  |

| (1)<br>Name of Creditor           | (2)<br>Complete mailing address, including zip code; employee, agent, or department of creditor familiar with claim who may be contacted; telephone number, fax, and email  | (3)<br>Nature of claim (trade debt, bank loan, government contract, etc.)   | (4)<br>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff | (5)<br>Amount of claim (if secured, also state value of security) |
|-----------------------------------|---|---|--|---|
| Polaris Holding Company (GECAS)   | Polaris Holding Company (GECAS)<br>201 High Ridge Road<br>Stamford, CT 06927<br>Tel: 203 357 4482<br>Fax: 203 357 3201<br>Attn: Nicolas P. Stable - VP & Counsel<br>T: 203 585 5156<br>F: 203 567 8412<br>Email: nicolas.stable@gecas.com | Aircraft Lease Rejection  | Unliquidated   | \$28,000,000  |
| AAR Corp.                         | AAR Corp.<br>One AAR Place<br>110 N. Wood Dale Road<br>Wood Dale, IL 60191<br>Attn: Jennifer Pulsifer - Senior Counsel<br>T: 630 227 2048<br>F: 630 227 2058<br>Email: jennifer.pulsifer@aarcorp.com                                      | Trade Debt  | Contingent<br>Unliquidated   | \$26,257,453  |
| US Bank National Assoc.           | US Bank National Assoc. (Indenture Trustee to Notes)<br>Corporate Trust Services<br>One Federal Street, 3rd Floor<br>Boston, MA 02110<br>Attn: David Ganss<br>T: 617 603 6568<br>F: 617 603 6667<br>Email: david.ganss@usbank.com         | 8% Senior Unsecured Notes Due 2012<br><br>6.25% Senior Convertible Notes Due 2023<br><br>3.625% Senior Convertible Notes Due 2024 |  | \$25,907,087  |
| Philip Morris Capital Corporation | Philip Morris Capital Corporation<br>225 High Ridge Road, Suite 300 West<br>Stamford, CT 06905<br>Attn: Thomas Urbach<br>T: 203 708 8245<br>Email: tom.urbach@us.pm.com   | Aircraft Lease Rejection  | Contingent<br>Unliquidated   | \$22,000,000  |
| Fleet National Bank               | Fleet National Bank<br>111 Westminster Street<br>RIMO 199<br>Providence, RI 02903<br>Attn: Corporate Trust Administration<br>Tel: 401-278-3766<br>Fax: 401-278-3763   | Aircraft Lease Rejection  | Contingent<br>Unliquidated   | \$18,000,000  |



| (1)<br>Name of Creditor                                 | (2)<br>Complete mailing address, including zip code; employee, agent, or department of creditor familiar with claim who may be contacted; telephone number, fax, and email  | (3)<br>Nature of claim (trade debt, bank loan, government contract, etc.) | (4)<br>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff | (5)<br>Amount of claim (if secured, also state value of security) |
|---|---|---|--|---|
| Raytheon Aircraft Credit Corporation                    | 8300 E. Thorn Drive, Suite 100<br>Wichita, KS 67226<br>Tel: 316-676-8821<br>Fax: 316-676-7636<br>Attn: Mike Scheidt<br>Email: mike_scheidt@raytheon.com   | Aircraft Loans  |  | \$17,525,040  |
| IHI Corporation   | IHI Corporation<br>229 Tonogaya, Mizuho-machi, Nishitama-gun<br>Tokyo 190-1297, Japan<br>Attn: Manager, Sales Group - Maintenance Department<br>Fax: 81-42-568-7073   | Trade Debt  |  | \$16,033,806  |
| GE Engine Services, Inc.                                | GE Engine Services, Inc.<br>One Neumann Way<br>Cincinnati, OH 45215<br>Attn: Senior Counsel   | Promissory Note<br>Trade Debt   |  | \$15,759,012  |
| AT&T Capital Services, Inc. (Successor to TransAmerica) | AT&T Capital Services, Inc.<br>2000 W SBC Center Dr<br>Hoffman Estates, IL 60196<br>T: 847 290 5000<br>Attn: Jeffrey Mason<br>T: 847 290 5080<br>F: 847 290 0199<br>Email: jeffrey.mason@att.com  | Aircraft Lease Rejection  | Contingent<br>Unliquidated   | \$15,000,000  |
| Rolls-Royce   | Rolls-Royce<br>Rolls-Royce plc<br>65 Buckingham Gate<br>London SW1 6AT England<br>Attn: Company Secretary<br>Fax: 011 44 171 233 1733<br><br>Rolls-Royce North America, Inc.<br>14850 Conference Center Drive, Suite 100<br>Chantilly, VA 20151<br>Attn: Rhonda S. VanLowe - Counsel<br>T: 703 621 2775<br>F: 703 834 5629<br>Email: rhonda.vanlowe@rolls-royce.com<br><br>Rolls-Royce Allinson<br>PO BOX 420, Mail Code U26A<br>Indianapolis, IN 46206-0420<br>Attn: Marc Allinson<br>Email: marc.allinson@rolls-royce.com | Aircraft Lease Guarantees and disputed trade debt                         | Contingent,<br>Disputed  | \$12,812,190  |

| (1)<br>Name of Creditor   | (2)<br>Complete mailing address, including zip code; employee, agent, or department of creditor familiar with claim who may be contacted; telephone number, fax, and email  | (3)<br>Nature of claim (trade debt, bank loan, government contract, etc.) | (4)<br>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff | (5)<br>Amount of claim (if secured, also state value of security) |
|---|---|---|--|---|
| SW Holding Trust (CIT)  | SW Holding Trust (CIT)<br>c/o Wilmington Trust Company, as Owner Trustee<br>Rodney Square North<br>1100 North Market Street<br>Wilmington, DE 19890-0001<br>Attn: Corporate Trust Administration<br>Tel: 302-636-6366<br>Fax: 302-636-4140<br><br>SW Holding Corp.<br>c/o the CIT Group<br>1211 Avenue of the Americas<br>New York, NY 10036<br>Attn: Chief Counsel<br>Tel: 212-536-1375<br>Fax: 212-536-1388 | Aircraft Lease Rejection  | Contingent Unliquidated  | \$11,000,000  |
| Transamerica Aviation LLC   | Transamerica Aviation LLC<br>(formerly Transamerica Aviation 429/448 Corp)<br>2700 West Plano Parkway<br>Plano, TX 75075<br>Attn: Dean Stubbe<br>972-881-6612<br>972-881-6620 (fax)<br>Email: dean.stubbe@transamerica.com  | Aircraft Lease Rejection  | Contingent Unliquidated  | \$11,000,000  |
| Bank of Hawaii Leasing, Inc. (Successor to Pacific Century Leasing, Inc.) | Bank of Hawaii Leasing, Inc.<br>(formerly Pacific Century Leasing, Inc.)<br>130 Merchant Street, 19th Floor<br>Honolulu, HI 96813<br>Tel: 808-537-8198<br>Fax: 808-526-0964<br>Email: marc.adelberger@boh.com   | Aircraft Lease Rejection  | Contingent Unliquidated  | \$11,000,000  |
| Wonderfulworld Holding BV (DVB Bank)                                      | Wonderfulworld Holding BV (DVB Bank)<br>DVB Bank SE<br>60325 Frankfurt/Main, Germany<br>Attn: Carsten Gerlach<br>Tel: +49 69 97504 306<br>Fax: +49 174 3258597<br>Cell: +49 69 97504 828<br>Email: carsten.gerlach@dvbbank.com  | Aircraft Lease Rejection  | Contingent Unliquidated  | \$8,000,000   |

| (1)<br>Name of Creditor   | (2)<br>Complete mailing address, including zip code; employee, agent, or department of creditor familiar with claim who may be contacted; telephone number, fax, and email  | (3)<br>Nature of claim (trade debt, bank loan, government contract, etc.) | (4)<br>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff | (5)<br>Amount of claim (if secured; also state value of security) |
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| PNCEF, LLC dba PNC Equipment Finance, fka National City Commercial Capital Company, LLC | PNCEF, LLC dba PNC Equipment Finance<br>101 S. 5th Street<br>Louisville, Kentucky 40202<br>Attn: VP of Operations<br>Attn: Kenneth A. Kilmer<br>T: 513 639 5759<br>F: 513 639 5413<br>Email: ken.kilmer@nationalcity.com  | Aircraft Lease Rejection  | Contingent Unliquidated  | \$8,000,000   |
| GECAS (ASC)   | General Electric Capital Corporation<br>c/o GE Capital Aviation Services, Inc.<br>201 High Ridge Road<br>Stamford, CT 06927<br>Tel: (203) 357-4482<br>Fax (203) 357-3201<br>Attn: Nicolas P. Stable<br>T: 203 585 5156<br>F: 203 567 8412<br>Email: nicolas.stable@gecas.com  | Aircraft Lease Rejection  | Contingent Unliquidated  | \$7,000,000   |
| Fluid CRJ One Statutory Trust   | Fluid CRJ One Statutory Trust<br>c/o Wells Fargo Bank Northwest, National Association<br>299 South Main St, 12th Floor<br>Salt Lake City, UT 84111<br>Attn: Corporate Trust Office<br>Tel: 801-246-5819<br>Fax: 801-246-5053<br>Email: michael.arsenault@wellsfargo.com<br><br>With a copy to:<br>Fluid Aviation, LLC<br>5131 NE Laurelcres Lane<br>Seattle, WA 98105<br>Attn: Sole Member<br>Fax: 206-522-1586<br>Email: joel.hussey@comcast.net | Aircraft Lease Rejection  | Contingent Unliquidated  | \$6,000,000   |
| Avmax International Aircraft Leasing, Inc.  | Avmax International Aircraft Leasing, Inc.<br>2055 Pegasus Rd. N.E.<br>Calgary, Alberta, T2E 8C3 Canada<br>Attn: Don Parkin, Executive Vice President<br>Tel: 403-291-2464<br>Fax: 403-291-5304<br>Email: dparkin@avmax.ca  | Aircraft Lease Rejection  | Contingent Unliquidated  | \$6,000,000   |

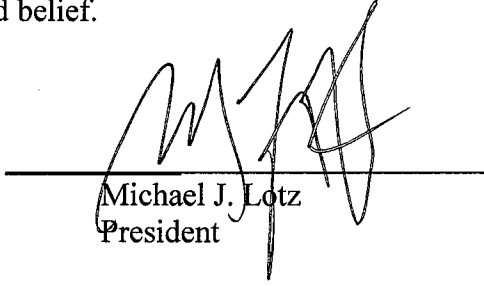
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|--------------------------------------|--|---|--|---|
| NCBE Leasing Corp.                   | NCBE Leasing Corp.<br>227 Main Street<br>Evansville, IN 47708<br>Attn: President<br>Tel: (812) 464-9752  | Aircraft Lease Rejection  | Contingent Unliquidated  | \$6,000,000   |
| Cargill Leasing Corporation          | Cargill Leasing Corporation<br>6000 Clearwater Drive<br>Minnetonka, MN 55343   | Aircraft Lease Rejection  | Unliquidated   | \$5,000,000   |
| debis Financial Services LLC         | debis Financial Services LLC<br>201 Merritt 7, Suite 700<br>Norwalk, Connecticut 06856<br>Attn: Aircraft Finance<br>Tel: 203 847-4500<br>Fax: 203 750-7079   | Aircraft Lease Rejection  | Unliquidated   | \$4,000,000   |
| Bombardier Services Corp.            | Bombardier Services Corporation<br>261 Mountain View Drive<br>Colchester, VT 05446<br>Attn: Cameron Mountenay<br>Fax: 802-654-8434<br>T: 802 764 5203<br>F: 802 238 7245<br>Email:<br>Cameron.mountenay@aero.bombardier.com<br><br>With copy to:<br>Bombardier Aerospace Regional Aircraft<br>Garratt Boulevard M/S N17-27<br>Downsview, Ontario M3K 1Y5<br>Attn: Director, Contracts<br>Fax: 416-375-4573 | Aircraft Lease Rejection  | Unliquidated   | \$3,000,000   |
| Wells Fargo Equipment Finance, Inc.  | Wells Fargo Equipment Finance, Inc.<br>733 Marquette Ave.<br>Minneapolis, MN 55402<br>Tel: 612-667-9735<br>richard.e.johnson@wellsfargo.com  | Aircraft Lease Rejection  | Unliquidated   | \$3,000,000   |
| General Electric Capital Corporation | General Electric Capital Corporation<br>c/o GE Capital Aviation Services, Inc.<br>201 High Ridge Road<br>Stamford, CT 06927<br>Attn: Nicholas Stable & Todd Freeman<br>Tel: (203) 357-4482<br>Fax (203) 357-3201<br>Email: nicolas.stable@gecas.com & todd.freeman@gecas.com   | Aircraft Lease Rejection  | Unliquidated   | \$2,000,000   |

| (1)<br>Name of Creditor          | (2)<br>Complete mailing address, including zip code; employee, agent, or department of creditor familiar with claim who may be contacted; telephone number, fax, and email  | (3)<br>Nature of claim (trade debt, bank loan, government contract, etc.) | (4)<br>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff | (5)<br>Amount of claim (if secured, also state value of security) |
|----------------------------------|---|---|--|---|
| Northstar Avlease Ltd.           | Northstar Avlease Ltd.<br>600 Palmer Road NE<br>Calgary, Alberta<br>T2E 7R3<br>Attn: Peter Scheiwiller - Director<br>Tel: 403 717 1231<br>Email: peter@northgateaviation.ca | Aircraft Lease<br>Rejection   | Unliquidated   | \$2,000,000   |
| Transwestern Phoenix Gateway LLC | Transwestern Phoenix Gateway LLC<br>c/o Transwestern Investment Company, LLC<br>150 North Wacker Drive<br>Chicago, IL 60606<br>Tel: 312 499-1900<br>Fax: 312-499-1909       | Real Estate Lease<br>Rejection  | Contingent<br>Unliquidated   | \$1,228,000   |

**DECLARATION UNDER PENALTY OF PERJURY:**

I, the undersigned officer of Mesa Air Group, Inc., named as the debtor in this case (the "Debtor"), declare under penalty of perjury that I have read the foregoing Consolidated List of Creditors Holding the 30 Largest Unsecured Claims against the Debtor and that the list is true and correct to the best of my information and belief.

January 5, 2010



\_\_\_\_\_  
Michael J. Lotz  
President

**United States Bankruptcy Court**  
**Southern District of New York**

In re Mesa Air Group, Inc.  
Debtor

Case No. \_\_\_\_\_

Chapter 11

**Exhibit "A" to Voluntary Petition**

1. If any of debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 00015495.
2. The following financial data is the latest available information and refers to debtor's condition on September 30, 2009.

|  |    |                       |                                     |
|--|----|-----------------------|-------------------------------------|
| a. Total assets  | \$ | <u>975,487,000.00</u> |                                     |
| b. Total debts (including debts listed in 2.c., below) | \$ | <u>868,591,000.00</u> |                                     |
| c. Debt securities held by more than 500 holders.      |    |                       | Approximate<br>number of<br>holders |
| secured / / unsecured / / subordinated / /             | \$ | <u>0.00</u>           | <u>0</u>                            |
| secured / / unsecured / / subordinated / /             | \$ | <u>0.00</u>           | <u>0</u>                            |
| secured / / unsecured / / subordinated / /             | \$ | <u>0.00</u>           | <u>0</u>                            |
| secured / / unsecured / / subordinated / /             | \$ | <u>0.00</u>           | <u>0</u>                            |
| secured / / unsecured / / subordinated / /             | \$ | <u>0.00</u>           | <u>0</u>                            |
| d. Number of shares of preferred stock                 |    | <u>0</u>              | <u>0</u>                            |
| e. Number of shares of common stock                    |    | <u>146,611,621</u>    | <u>0</u>                            |

Comments, if any:

3. Brief description of debtor's business:  
**Mesa Air Group, Inc. is a holding company whose principal direct and indirect subsidiaries operate as regional air carriers providing scheduled passenger and airfreight service**
4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:  
**LC Capital Master Fund, Ltd.  
Goldman Sachs  
Zazove Associates, LLC  
Deutsche Bank  
AAR Corp.**

**ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF MESA AIR GROUP INC.**

(Adopted by the Board of Directors as of December 31, 2009)

The undersigned, being all of the directors of Mesa Air Group, Inc. (the "Company"), a Nevada corporation, and constituting the entire board of directors of the Company (the "Board of Directors"), acting pursuant to applicable law, hereby waive any and all requirements for the holding of a meeting, including, without limitations, any requirements as to call and notice thereof, and consent to the adoption of the following recitals and resolutions and to the actions set forth herein as of the date set forth above, which actions shall have the same force and effect as if taken by unanimous affirmative vote at a meeting of the Board of Directors duly called and held:

WHEREAS, the Board of Directors has reviewed and considered the financial and operational condition of the Company and the Company's business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, and the market for the Company's products and services;

WHEREAS, the Board of Directors has received, reviewed and considered the recommendations of the senior management of the Company and the Company's legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of chapter 11 of title 11 of the United States Code (the "Chapter 11");

NOW, THEREFORE, BE IT RESOLVED that, in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, stockholders and other interested parties, that a voluntary petition be filed by the Company under the provisions of Chapter 11 (the "Chapter 11 Case");

RESOLVED FURTHER that the officers of the Company be, and they hereby are, authorized to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action which they deem necessary or proper to obtain such relief;

RESOLVED FURTHER that the officers of the Company be, and they hereby are, authorized and directed to employ the law firm or Pachulski Stang Ziehl & Jones LLP as general bankruptcy counsel to the Company to represent and assist the Company in carrying out its duties under title 11 of the United States Code (the "Bankruptcy Code"), and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in the Chapter 11 Case, and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed appropriate applications for authority to retain the services of Pachulski Stang Ziehl & Jones LLP;

RESOLVED FURTHER that the officers of the Company be, and they hereby are, authorized and directed to employ the investment banking firm of Imperial Capital LLC to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed appropriate applications for authority to retain the services of Imperial Capital LLC;



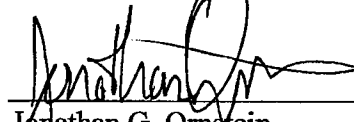
RESOLVED FURTHER that the officers of the Company be, and they hereby are, authorized and directed to employ any other individual and/or firm as professionals or consultants or financial advisors to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of such firms;

RESOLVED FURTHER that the officers of the Company be, and they hereby are, authorized and empowered for, in the name of, and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each, in his or her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and

RESOLVED FURTHER that all of the acts and transactions relating to matters contemplated by the foregoing resolutions of management and members of the Board of Directors of the Company, in the name and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of the Company, have hereto signed their names and adopted the above resolutions as of the above date and hereby direct a fully signed copy of this Action by Unanimous Written Consent of the Board of Directors.

This Action by Unanimous Written Consent of the Board of Directors may be executed in any number of counterparts, each of which shall be deemed an original, but all of which taken together shall constitute but one and the same Unanimous Written Consent of the Board of Directors of the Company.

  
Jonathan G. Ornstein  
Chairman of the Board

\_\_\_\_\_  
Daniel J. Altobello, Director

\_\_\_\_\_  
Robert Beleson, Director

\_\_\_\_\_  
Carlos E. Bonilla, Director

\_\_\_\_\_  
Joseph L. Manson, Director

  
Peter F. Nostrand, Director

RESOLVED FURTHER that the officers of the Company be, and they hereby are, authorized and directed to employ any other individual and/or firm as professionals or consultants or financial advisors to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of such firms;

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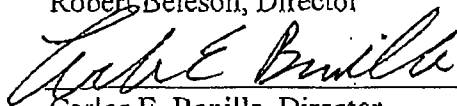
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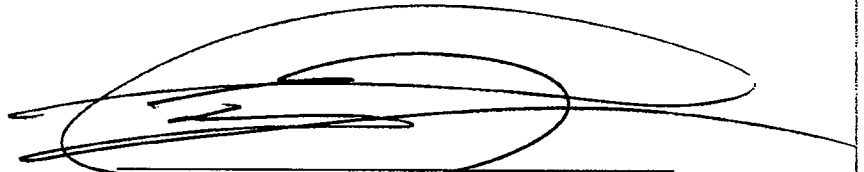
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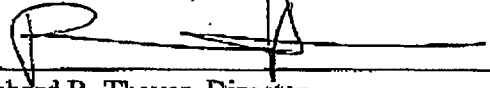
  
Peter F. Nostrand, Director

A large, stylized handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

Maurice A. Parker, Director

Richard R. Thayer, Director

Maurice A. Parker, Director

A handwritten signature in black ink, appearing to read 'R. Thayer', is written over a horizontal line.

Richard R. Thayer, Director



### Location of Debtors' Substantial Assets, Books and Records

The Debtors have assets in every location from which they operate their businesses, including the premises listed on Schedule 6 annexed to the Declaration of Michael J. Lotz that was filed contemporaneously with this petition. The majority of the Debtors' cash is held in Arizona. To the best of my knowledge, the Debtors have no substantial assets outside the United States, other than aircraft that continuously fly between the United States and certain foreign locations.

| Debtor  | Location of Substantial Asset |
|---|-------------------------------|
| Air Midwest, Inc.                                 | Phoenix, AZ                   |
| Freedom Airlines, Inc.                            | Phoenix, AZ                   |
| Mesa Air Group Airline Inventory Management, LLC. | Phoenix, AZ                   |
| Mesa Air Group, Inc.                              | Phoenix, AZ                   |
| Mesa Air New York, Inc.                           | Phoenix, AZ                   |
| Mesa Airlines, Inc.                               | Phoenix, AZ                   |
| Mesa In-Flight, Inc.                              | Phoenix, AZ                   |
| MPD, Inc.   | Phoenix, AZ                   |
| Nilchi, Inc.                                      | Phoenix, AZ                   |
| Patar, Inc.                                       | Phoenix, AZ                   |
| Regional Aircraft Services, Inc.                  | Phoenix, AZ                   |
| Ritz Hotel Management Corp.                       | Mesa, AZ                      |

### Books and Records

| Debtor  | Location of Books and Records                          |
|---|--|
| Air Midwest, Inc.                                 | 410 N. 44 <sup>th</sup> Street, Suite 700, Phoenix, AZ |
| Freedom Airlines, Inc.                            | 410 N. 44 <sup>th</sup> Street, Suite 700, Phoenix, AZ |
| Mesa Air Group Airline Inventory Management, LLC. | 410 N. 44 <sup>th</sup> Street, Suite 700, Phoenix, AZ |
| Mesa Air Group, Inc.                              | 410 N. 44 <sup>th</sup> Street, Suite 700, Phoenix, AZ |
| Mesa Air New York, Inc.                           | 410 N. 44 <sup>th</sup> Street, Suite 700, Phoenix, AZ |
| Mesa Airlines, Inc.                               | 410 N. 44 <sup>th</sup> Street, Suite 700, Phoenix, AZ |
| Mesa In-Flight, Inc.                              | 410 N. 44 <sup>th</sup> Street, Suite 700, Phoenix, AZ |
| MPD, Inc.   | 410 N. 44 <sup>th</sup> Street, Suite 700, Phoenix, AZ |
| Nilchi, Inc.                                      | 410 N. 44 <sup>th</sup> Street, Suite 700, Phoenix, AZ |
| Patar, Inc.                                       | 410 N. 44 <sup>th</sup> Street, Suite 700, Phoenix, AZ |
| Regional Aircraft Services, Inc.                  | 410 N. 44 <sup>th</sup> Street, Suite 700, Phoenix, AZ |
| Ritz Hotel Management Corp.                       | 410 N. 44 <sup>th</sup> Street, Suite 700, Phoenix, AZ |